

Jeffrey S. Davis
Attorney at Law
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**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

MOTION FOR WITHDRAWAL OF COUNSEL

**TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE**

NOW COMES JEFFREY S. DAVIS, attorney for FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., who files this his Motion for Withdrawal of Counsel. JEFFREY S. DAVIS requests the Court to grant him permission to withdraw as attorney for FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., in this case. In support, JEFFREY S. DAVIS shows:

1. This Motion for Withdrawal as Counsel is filed pursuant to Rule 2090-1 of the Local Rules of Bankruptcy Procedure of the Bankruptcy Court for the Southern District of New York.
 2. JEFFREY S. DAVIS is the attorney of record for, and was retained to represent, FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., in this matter in regard to the motion of the Debtor seeking to terminate the General Motors franchise agreements of both FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST

CHEVROLET-CADILLAC, INC., as well as seek a reinstatement of both FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., as General Motors dealers.

3. Good cause exists for withdrawal of JEFFREY S. DAVIS as counsel, in that:

- a. JEFFREY S. DAVIS is not able to effectively communicate with Charles Michael Forrest who is the President of and the corporate representative for FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC.;
- b. FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., have failed to fulfil their financial responsibility to JEFFREY S. DAVIS and they have not made any arrangements to fulfil such responsibility;
- c. FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., has terminated the attorney-client relationship it has with JEFFREY S. DAVIS, in this matter, as well as in all other matters in which JEFFREY S. DAVIS was representing said entities.

4. A copy of this motion has been delivered to FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., who are hereby notified in writing of their right to object to this motion.

5. The last known addresses are as follows:

FORREST PONTIAC-BUICK GMC TRUCKS, INC.:

2400 North Main, Cleburne, Texas 76031;

FORREST CHEVROLET-CADILLAC, INC.:.

2400 North Main, Cleburne, Texas 76031;

6. The settings and deadlines, including discovery deadlines, in this case are as follows:

Mediation:

7. This withdrawal is not sought for delay, but so that FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., may be represented by counsel of their choice and so that their interests may be protected.

8. On entry of an order granting this motion and discharging Movant as attorney of record for FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., Movant will provide FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC., with the originals of the file JEFFREY S. DAVIS has maintained in this matter.

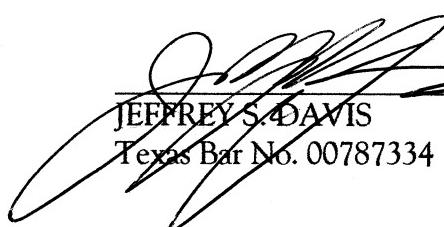
NOTICE TO CLIENT

YOU ARE HEREBY NOTIFIED THAT THIS MOTION FOR WITHDRAWAL OF COUNSEL IS SET FOR HEARING AT THE TIME AND PLACE STATED BELOW. YOU DO NOT HAVE TO AGREE TO THIS MOTION. IF YOU WISH TO CONTEST THE WITHDRAWAL OF JEFFREY S. DAVIS AS YOUR ATTORNEY, YOU SHOULD APPEAR AT THE HEARING. IF YOU DO NOT OPPOSE JEFFREY S. DAVIS'S WITHDRAWAL AS YOUR ATTORNEY, YOU MAY NOTIFY JEFFREY S. DAVIS IN WRITING OF YOUR CONSENT TO THIS MOTION.

WHEREFORE, PREMISES CONSIDERED, JEFFREY S. DAVIS prays that the Court enter an order discharging him as attorney of record for FORREST PONTIAC-BUICK GMC TRUCKS, INC., and FORREST CHEVROLET-CADILLAC, INC.

Respectfully submitted,

JEFFREY S. DAVIS
Attorney at Law
1422 Berry Drive
Cleburne, Texas 76033
817/240-9234
FAX # 817/423-7348


JEFFREY S. DAVIS
Texas Bar No. 00787334

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: General Motors Corporation, et al § Chapter 11
§ Case No. 1-09-50026 (REG)
Debtors. § (Jointly Administered)

AFFIDAVIT OF JEFFREY S. DAVIS

Pursuant to 28 U.S.C. §1746, I, JEFFREY S. DAVIS, declare as follows:

"My name is JEFFREY S. DAVIS. I am over 18 years of age, of sound mind, and fully competent to make this affidavit. I have personal knowledge of the facts stated herein and they are all true and correct.

"I am the attorney of record for FORREST CHEVROLET-CADILLAC, INC., and FORREST PONTIAC-BUICK-GMC TRUCKS, INC., hereinafter the 'Forrest Entities.' I am making this affidavit in support of my Motion for Withdrawal as Counsel pursuant to Rule 2090-1 of the Local Rules of Bankruptcy Procedure of the Bankruptcy Court for the Southern District of New York.

"I was engaged to represent the Forrest Entities in this matter in regard to the motion of the Debtor seeking to terminate the General Motors franchise agreements each Forrest Entity has, as well as seek a reinstatement of each Forrest Entity as a General Motors dealer. In that regard, counsel filed a Limited Objection to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief and appeared at a hearing on said motion on August 9, 2009.

"At the hearing on August 9, 2009, the Court did not grant the requested relief against the Forrest Entities, rather, the Court ordered debtor to produce to the Forrest Entities additional information underlying the basis for the termination decision.

"Subsequent to the hearing, counsel prepared for the review of Charles Michael Forrest, the President of each Forrest Entity, a Supplemental Response to the above-referenced Omnibus Motion. Counsel never obtained approval for submission of the Supplemental Response.

"Also, counsel has advised Mr. Forrest of the order that the Proofs of Claim filed by each Forrest Entity must be mediated, however, Mr. Forrest has refused to allow counsel to set-up mediation for said claims.

"Additionally, the Forrest Entities have failed and refused to pay counsel for his time associated with this matter since the hearing on August 9, 2009. To date the Forrest Entities owe counsel \$2,220.00, which amount has been billed and it outstanding since March 9, 2010. As well, the Forrest Entities, as well as several related companies, owe counsel in excess of \$69,000.00, and no payment arrangements have been made, despite repeated demands for payment.

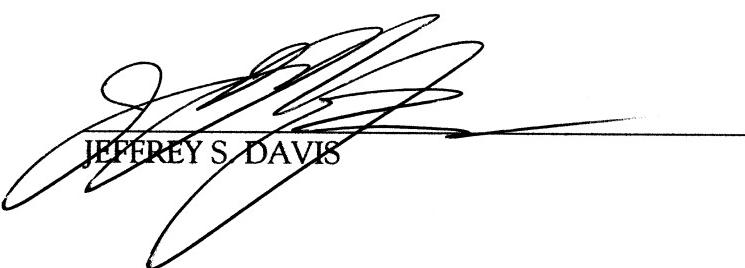
"As a result of the lack of cooperation of Mr. Forrest, as well as the outstanding fees, counsel has withdrawn from representation of the Forrest entities and the related entities in several matters pending in District Courts in the State of Texas, as well as in two (2) appeals pending in a Court of Appeals in the State of Texas.

"Further, counsel's attorney-client relationship with the Forrest Entities has been terminated via an e-mail from Mr. Forrest, a true and correct copy of which is attached hereto and incorporated by reference herein.

"For the foregoing reasons, I have no choice but to seek to withdraw as counsel for the Forrest Entities.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

SIGNED on 9/21, 2010.



JEFFREY S. DAVIS

From: michael forrest (mforrest@forrestautopark.com)
To: jsdesqtx@yahoo.com;
Date: Thu, August 26, 2010 1:45:16 PM
Cc:
Subject: RE: Forrest V. McGinnis and Forrest v. GMAC

Mr. Jeffrey S. Davis...I am heretofore formally requesting the release of all records of all cases for which you have had any discussions and/or involvement with me, Charles Michael Forrest and/or my mother, Martha Jean Forrest. The scope of my request involves activities that date back to July, 2009 ,coming forward ,beginning with issues involving the bankruptcy of General Motors , and inclusive of all matters personally and businesswise involving me, my mother, and any entities for which we are a party as plaintiffs or defendants. As you are acutely aware, time is of the essence for a new and different law firm to review our matters at hand. As such, they are eagerly awaiting such opportunity. I further authorize Walter Gilleland and/or his son Jeffrey Gilleland ,with whom you are familiar, to retrieve such records on behalf of me and my mother. Thank you for your urgent attention to this request !!!

From: Jeffrey S. Davis [mailto:jsdesqtx@yahoo.com]
Sent: Tuesday, August 24, 2010 12:48 PM
To: Mike Forrest; Paige Forrest; Bill Conover
Cc: Walter Gilliland
Subject: Forrest V. McGinnis and Forrest v. GMAC

Mike:

Please be advised that the mediation in the McGinnis case is OFF for tomorrow, August 25, 2010. There is no date,as of this time, for a rescheduled mediation.

Also, in the McGinnis appeal, I have received a notice that arrangements must be made to pay the Clerk's Record by Monday, August 30, 2010, otherwise, the appeal may be dismissed.

As well, I have received notice in the GMAC appeal that arrangements must be made to pay the Clerk's Record by Monday, August 30, 2010, otherwise, the appeal may be dismissed. The fee is \$143.00.

Please make arrangements to take care of these matters.

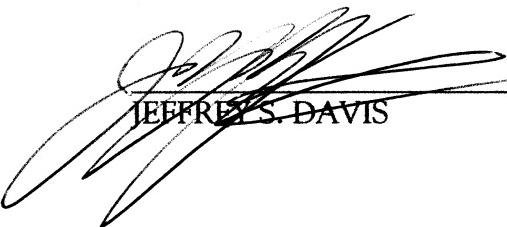
Thank you.

Jeffrey S. Davis
Attorney at Law

CERTIFICATE OF SERVICE

I certify that on the 17th day of September, 2010, a true and correct copy of the foregoing was served upon Debtor's counsel, and all interested parties, electronically via the Court's Electronic Case Filing System (through ECF), and upon the following via U.S. Mail. First Class:

Forrest Chevrolet-Cadillac, Inc.
Forrest Pontiac-Buick-GMC Trucks, Inc.
c/o Michael Forrest, President
2400 North Main Street
Cleburne, Texas 76033


JEFFREY S. DAVIS